



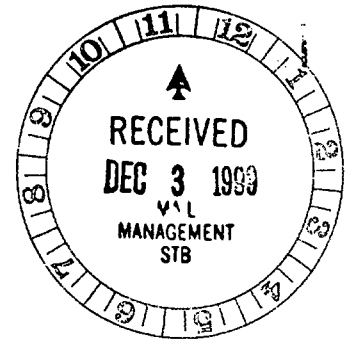
THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418
Telephone (312) 372-9500 Fax (312) 845-5305 www.marmon.com

RECORDATION NO. 11858-FILED

DEC 15 '99

1-30PM



December 1, 1999

Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series 17)
Recordation No. 11858

Dear Ms. Fort:

Enclosed are the original and two certified copies of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

These secondary documents, dated as of July 31, 1999, are:

Twelfth Supplemental Equipment Trust Agreement between Union Tank Car Company and State Street Bank and Trust Company, as Trustee, and

Bill of Sale from the Trustee to Union Tank Car Company.

The primary document to which these are connected is recorded under Recordation No. 11858.

The names and addresses of the parties to the documents are as follows:

Trustee: ^{GP} State Street Bank and Trust Company
Two International Place, 4th Floor
Boston, Massachusetts 02102

Company: ST Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

The Equipment involved in this transaction is:

railroad tank cars as more fully described in Schedules A and B to this letter.

Please file both of these documents as supplements to the filing referred to above and return the certified copies of each of the documents, stamped to show the filing, to me. Enclosed is our check in the amount of \$52 for the filing fee.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,



Jean Fowler
Legal Assistant

encls
UTC4066

DEC 15 '99

1-30 PM

BILL OF SALE

STATE STREET BANK AND TRUST COMPANY,
as Successor to The First National Bank of Boston,
as Trustee under Equipment Trust Agreement
Dated as of May 15, 1980 (Series 17)
to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that State Street Bank and Trust Company, as Successor to The First National Bank of Boston, as Trustee under that certain Equipment Trust Agreement dated as of May 15, 1980 ("Trust Agreement"), by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Trust Agreement) to be substituted under the Trust Agreement and other compliance by Company with the terms of the Trust Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.


THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Trust Agreement, which was recorded with the Surface Transportation Board (formerly the Interstate Commerce Commission).

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of July 31, 1999.

Attest:

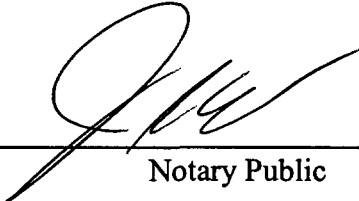
STATE STREET BANK AND TRUST COMPANY,
as Successor to The First National Bank of Boston,
as Trustee


ASSISTANT SECRETARY

By: 
Its ASSISTANT VICE PRESIDENT

STATE OF MASSACHUSETTS)
) ss
COUNTY OF SUFFOLK)

On November 26th, 1999, before me, a Notary Public in and for said State and County, personally appeared ROLAND S. GUSTAFSEN and JOHN A. BREWSTER, to me personally known, who being by me duly sworn did say that they are, respectively, ASST. VICE PRES. and ASST. SECRETARY of State Street Bank and Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.



Notary Public

JAMES M. COOLIDGE
Notary Public
My Commission Expires June 19, 2003

7/30/99

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
SERIES 17 (R17)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
3	BOXT	70 TON	BCIT 842087 NAR 50105, NAR 50124
15	COVE	2,900	UNPX 120402-120416
2	COVE	2,100	UNPX 121893, UNPX 121897
1	TA	13,600	UTLX 11373
1	TM	20,500	UTLX 57843
1	TM	20,600	UTLX 68631
1	TMI	13,300	UTLX 69594
1	TP	17,400	UTLX 27713
1	TP	24,800	UTLX 26032
2	TPI	13,300	UTLX 69710, UTLX 69741
1	TPI	33,800	UTLX 98925
4	T054	12,750	UTLX 11160, UTLX 11168, 11335, 11476
1	T055	20,600	UTLX 11085
2	T104	14,000	UTLX 24881, 24919
1	T105	20,500	UTLX 68940
2	T106	23,500	UTLX 68965, 68987
<hr/>			
39	TOTAL		

STATE OF ILLINOIS)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of July 31, 1999, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 29th day of November, 1999.


Notary Public

"OFFICIAL SEAL"
JEAN FOWLER
Notary Public, State of Illinois
My Commission Expires JUNE 6, 2002